

EXHIBIT 5

PARTIAL LOAN PAYOFF LETTER

November 10, 2022

DCG International Investments Ltd
3 Mill Creek Road
Pembroke Parish HM05 Bermuda
Attn: Michael Kraines, Chief Financial Officer
Email: michael@dcg.co

Reference is hereby made to (i) that certain Master Loan Agreement, dated as of June 21, 2019 (as amended, restated, supplemented or otherwise modified from time to time, the “MLA”), by and between DCG INTERNATIONAL INVESTMENTS LTD (in such capacity, the “Borrower”) and GENESIS GLOBAL CAPITAL, LLC (in such capacity, the “Lender”), and (ii) the Loan Term Sheet, dated as of June 18, 2022, pursuant to which the Borrower is currently borrowing 18,297.74308758 BTC from the Lender (the “Loan”). Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed thereto in the MLA.

Pursuant to and in accordance with Section II(c)(iii) of the MLA, the Borrower hereby notifies the Lender of its intent to partially repay the Loan in an amount equal to approximately \$250,894,759 U.S. Dollars, on the date hereof (the “Repayment Date”), by sending 25,999,457 shares of GBTC to a brokerage account in the name of Lender as provided by Lender. Lender hereby waives any repayment notice requirement in Section II(c)(iii) of the MLA and agrees that, notwithstanding the requirements of Section II(c)(i) of the MLA, the Borrower may partially prepay the Loan with GBTC in the manner described herein. After the partial payoff, the remaining Loan balance is 4,550.45173345.

Except as set forth in this Notice of Partial Prepayment, the terms and provisions of the MBA shall remain in full force and effect, and the remaining balance of the Loan shall remain outstanding.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Partial Loan Payoff Letter as of the date first written above.

GENESIS GLOBAL CAPITAL, LLC

DocuSigned by:

Ahmed Derar Islam

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Name: A. Derar Islam

Title: Interim CEO

Accepted and Agreed:

DIGITAL CURRENCY GROUP, INC.

DocuSigned by:

Michael Kraines

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Name: Michael Kraines

Title: CFO